

Zander Marcia Jean
 Form 4
 February 09, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Zander Marcia Jean

2. Issuer Name and Ticker or Trading Symbol
 NETLOGIC MICROSYSTEMS INC
 [NETL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3975 FREEDOM CIRCLE, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP of WW Sales

(Street)
 SANTA CLARA, CA 95054

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/07/2011 | | A | | 14,000 (1) \$ 0 | 95,258 | D |
| Common Stock | 02/08/2011 | | M | | 13,126 (2) \$ 6.33 | 108,384 | D |
| Common Stock | 02/08/2011 | | M | | 18,208 (3) \$ 16.86 | 126,592 | D |
| Common Stock | 02/08/2011 | | M | | 3,457 \$ 11.97 | 130,049 | D |
| Common Stock | 02/08/2011 | | S | | 34,791 (4) \$ 39.6812 | 95,258 | D |

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(5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 6.33 ⁽²⁾ | 02/08/2011 | | M | 13,126 ⁽²⁾ | 04/20/2005 04/19/2015 | Common Shares | 13,126 ⁽²⁾ | |
| Stock Option (right to buy) | \$ 16.86 ⁽³⁾ | 02/08/2011 | | M | 18,208 ⁽³⁾ | 02/23/2006 02/22/2016 | Common Shares | 18,208 ⁽³⁾ | |
| Stock Option (right to buy) | \$ 11.97 | 02/08/2011 | | M | 3,457 | 01/30/2008 01/29/2017 | Common Shares | 3,457 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zander Marcia Jean 3975 FREEDOM CIRCLE 9TH FLOOR SANTA CLARA, CA 95054 | | | Senior VP of WW Sales | |

Signatures

/s/ Roland B. Cortes, by power of
attorney

02/09/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Restricted Stock Unit (RSU) award granted on February 7, 2011. Each RSU represents a contingent right to receive one share of the company's common stock once vested. The entire award vests on May 15, 2014, subject in all instances to the reporting person's continuous employment or consulting status with the company.

- (2) On February 16, 2010, NetLogic Microsystems Inc. declared a stock dividend, payable to all holders of record of common stock on March 5, 2010, of one share of common stock for each share of common stock outstanding. As a result, and pursuant to anti-dilution provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 6,563 shares of common stock at an exercise price of \$12.65 per share, was adjusted to 13,126 shares of common stock at an exercise price of \$6.33 per share.

- (3) On February 16, 2010, NetLogic Microsystems Inc. declared a stock dividend, payable to all holders of record of common stock on March 5, 2010, of one share of common stock for each share of common stock outstanding. As a result, and pursuant to anti-dilution provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 9,104 shares of common stock at an exercise price of \$33.72 per share, was adjusted to 18,208 shares of common stock at an exercise price of \$16.86 per share.

- (4) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2010.

- (5) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$38.64 to \$39.97. The number of shares sold at each separate price will be provided upon request by the Securities and Exchange Commission, NetLogic Microsystems, or a security holder of NetLogic Microsystems.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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